

Thorndike William N Jr
 Form 4
 February 13, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Thorndike William N Jr

(Last) (First) (Middle)
 1000 CONSOL ENERGY DRIVE
 (Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CNX Resources Corp [CNX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/12/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common shares, \$0.01 par value per share	02/12/2018		P	35,000	A \$ 12.8007 <u>(1)</u> 35,000 <u>(2)</u>	I	By Trust
Common shares, \$0.01 par value per share					131,156 <u>(3)</u> <u>(4)</u>	D	
Common shares,					50,000 <u>(5)</u>	I	Pecuniary interest in

\$0.01 par value per share

third party account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Thorndike William N Jr
1000 CONSOL ENERGY DRIVE X
CANONSBURG, PA 15317

Signatures

/s/ William N. Thorndike, Jr. by Gregory V. Guinto, his attorney-in-fact

02/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents the weighted average of 294 open-market purchase transactions ranging from \$12.71 to \$12.93 per share. The reporting person agrees to provide full information regarding the number of shares purchased at each separate price paid if requested by the SEC staff, the Company or a security holder of the Company.

(2)

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The shares being reported were purchased by The W. Nicholas and Joan I. Thorndike 1998 Trust for William N. Thorndike, Jr. U/I dtd 12/22/98, in which the reporting person shares voting and investment power.

- (3) Of the 131,156 shares owned directly, 13,677 are deferred stock units, 8,032 are deferred shares and 29,447 are restricted stock units (including dividend equivalent rights).

On November 28, 2017, the Issuer completed the separation of its business into two independent, publicly-traded companies (the "Separation"): the Issuer and CONSOL Energy Inc. In connection with the Separation, and pursuant to the terms of an Employee Matters

- (4) Agreement dated November 28, 2017 (the "Employee Matters Agreement"), all equity awards held by the reporting person with respect to the Issuer's common stock were adjusted in a manner intended to preserve the aggregate intrinsic value of the original award. The amount of securities reported on this Form 4 reflect the aforementioned adjustment.

The reporting person may be deemed to have a pecuniary interest with respect to the 50,000 shares held in the third party account. The

- (5) reporting person disclaims beneficial ownership of these shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of these shares for purpose of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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